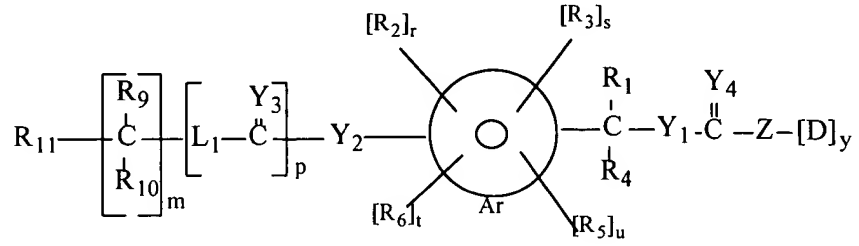
IN THE CLAIMS:

Please cancel claim 17, without prejudice.

Claim 1 has been amended as follows:

1. (Amended) A compound of Formula I:

(I) 

wherein:

L_1 is a bifunctional linking moiety;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Z is covalently linked to $[D]_y$, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y_1, Y_2, Y_3 and Y_4 are each independently O, S, or NR_{12};

R_{11} is a mono- or divalent polymer residue;

R_1, R_4, R_9, R_{10} and R_{12} are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls;

R_2, R_3, R_5 and R_6 are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{1-6} alkoxy, phenoxy, C_{1-8} heteroalkyls, C_{1-8} heteroalkoxy, substituted C_{1-6} alkyls, C_{3-8} cycloalkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro- , cyano-, carboxy-, C_{1-6} carboxyalkyls and C_{1-6} alkyl-carbonyls;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

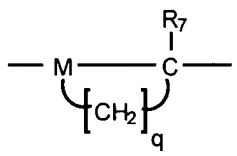
(m), (r), (s), (t), and (u) are independently zero or one;

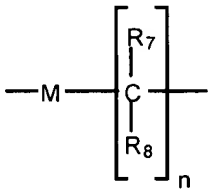
(p) is zero or a positive integer; and (y) is 1 or 2;

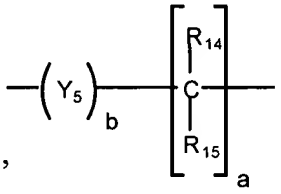
wherein $Z[D]_y$ is capable of crossing the membrane of the and is capable of being hydrolyzed therein to release D.

Claim 2 has been amended as follows:

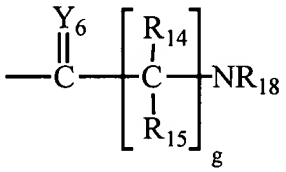
2. ~~(Amended)~~ The compound of claim 1, wherein L_1 is selected from the group consisting of:







, and



;

wherein:

M is X or Q; where X is an electron withdrawing group;

Q is a moiety containing a free electron pair positioned three to six atoms from  ;

(a) and (n) are independently zero or a positive integer;

(b) is zero or one;

(g) is a positive integer;

(q) is three or four;

R_7, R_8, R_{14}, R_{15} and R_{18} are independently selected from the group which defines R_9; and

Y_5 and Y_6 are independently O, S, or NR_{12}.

Claim 6 has been amended as follows:

6. (Amended) The compound of claim 4 wherein the peptide ranges in size from 2 to about 10 amino acid residues.

Claim 7 has been amended as follows:

a7 7. (Amended) The compound of claim 6 wherein the peptide is Gly-Phe-Leu-Gly or (SEQ ID NO:1) Gly-Phe-Leu.

Claim 8 has been amended as follows:

a8 8. (Amended) The compound of claim 1 wherein each D moiety is independently a residue of an active biological material.

Claim 9 has been amended as follows:

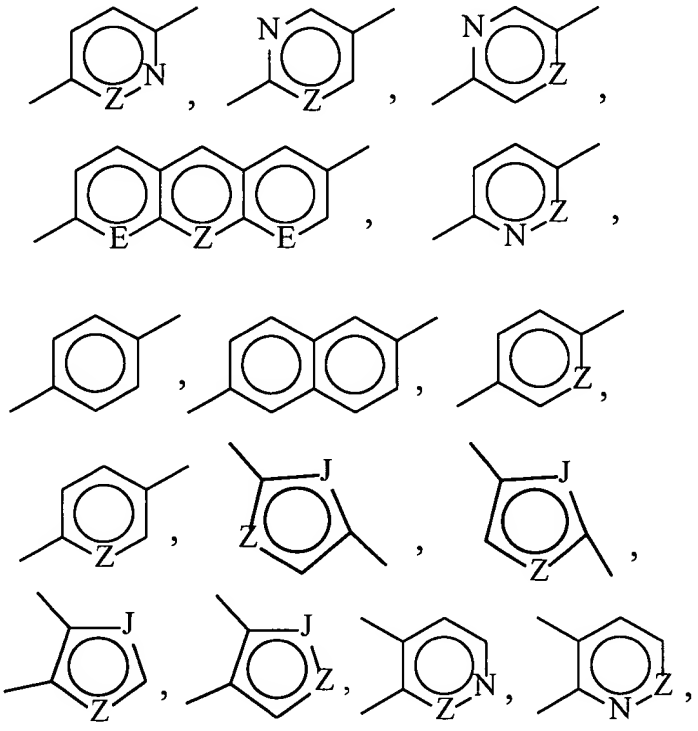
a9 9. (Amended) The compound of claim 1 wherein each D moiety is independently a residue of an anticancer agent, an anticancer prodrug, a detectable tag, or combinations thereof.

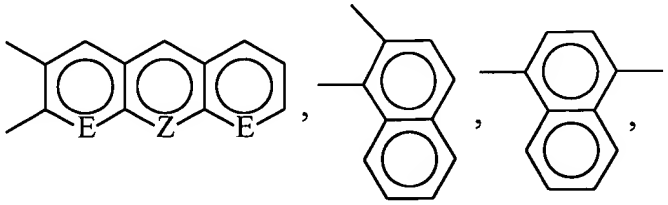
Claim 12 has been amended as follows:

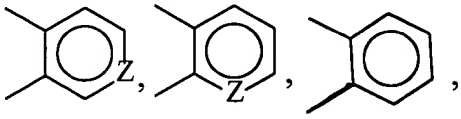
a10 12. (Amended) The compound of claim 1 wherein at least one D moiety is a leaving group selected from the group consisting of N-hydroxybenzotriazolyl, halogen, N-hydroxyphthal-imidyl, p-nitrophenoxy, imidazolyl, N-hydroxysuccinimidyl, thiazolidinyl thione, and combinations thereof.

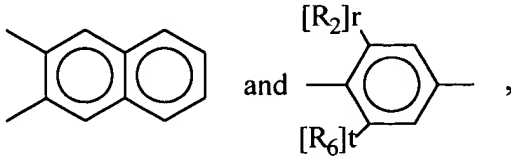
Claim 13 has been amended as follows:

13. (Amended) The compound of claim 1 wherein Ar is selected from the group consisting of,







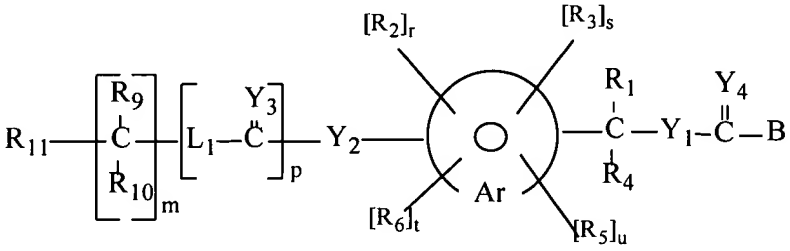


wherein J is selected from the group consisting of O, S, and N-R_{19}, E and Z are independently

C-R_{19} or N-R_{19} and R_{19} is selected from the group consisting of hydrogen, C_{1-6} alkyl, C_{3-12} branched alkyl, C_{3-8} cycloalkyl, C_{1-6} substituted alkyl, C_{3-8} substituted cycloalkyl, aryls, substituted aryl, aralkyl, C_{1-6} heteroalkyl, and substituted C_{1-6} heteroalkyls.

Claim 31 has been amended as follows:

31. (Amended) A method of preparing a tetrapartate prodrug comprising reacting a compound of formula:

III 

with a compound of formula:

IV $Lx - Z - [D]_y$;

wherein B is a leaving group for Formula III;

L_1 is a bifunctional linking moiety;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Lx is a leaving group for Formula IV;

Z is covalently linked to $[D]_y$, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

R_1, R_4, R_9, R_{10} and R_{12} are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls;

R_2, R_3, R_5 and R_6 are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{1-6} alkoxy, phenoxy, C_{1-8} heteroalkyls, C_{1-8} heteroalkoxy, substituted C_{1-6} alkyls, C_{3-8} cycloalkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C_{1-6} carboxyalkyls and C_{1-6} alkylcarbonyls;

Ar is a moiety which when included in Formula (III) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer;

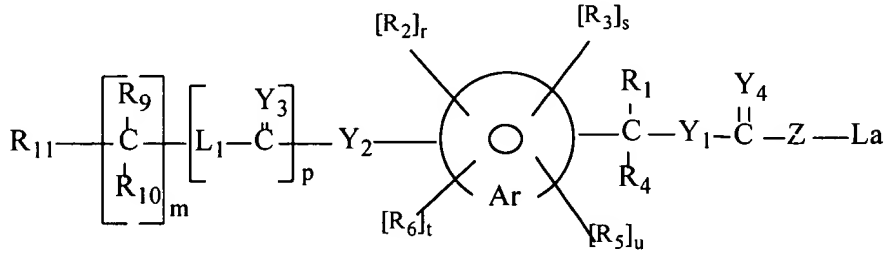
(y) is one or two;

Y_1, Y_2, Y_3 and Y_4 are each independently O, S, or NR_{12} ; and

R_{11} is a monovalent or divalent polymer residue.

Claim 32 has been amended as follows:

32. (Amended) A method of preparing a tetrapartate prodrug comprising reacting a compound of formula

V 

with at least one biologically active material; wherein

L_1 is a bifunctional linking moiety;

La is a leaving group for Formula V;

Z is covalently linked to La and wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

R_1, R_4, R_9, R_{10} and R_{12} are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls;

R_2, R_3, R_5 and R_6 are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{1-6} alkoxy, phenoxy, C_{1-8} heteroalkyls, C_{1-8} heteroalkoxy, substituted C_{1-6} alkyls, C_{3-8} cycloalkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C_{1-6} carboxyalkyls and C_{1-6} alkylcarbonyls;

Ar is a moiety which when included in Formula (V) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer;

Y_1, Y_2, Y_3 and Y_4 are independently O, S, or NR_{12} ; and

R_{11} is a monovalent or divalent polymer residue

wherein Z is covalently linked to the at least one biologically active material.

Claim 33 has been amended as follows:

33. (Amended) A method of treating a disease or disorder in an animal, that comprises administering a pharmaceutically acceptable composition comprising an effective amount of a compound of claim 1,where D is a moiety that is a residue of a compound to be delivered into a cell; to an animal in need thereof.

Please add the following new claims:

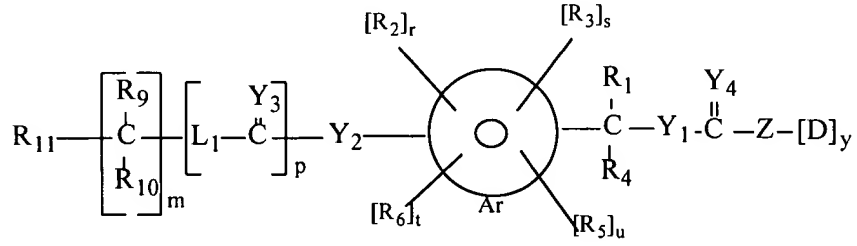
35. (New) The compound of claim 2, wherein X is selected from the group consisting of

$$\begin{matrix} Y_6 & R_{17} \\ \| & | \end{matrix}$$

O, NR_{12}, -C-N-, S, SO and SO_2 where R_{17} is independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls,

C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls.

36. (New) A compound of Formula I:

(I) 

wherein:

L_1 is a bifunctional linking moiety;

each D moiety is independently a residue of an anticancer agent, an anticancer prodrug, a detectable tag, or combinations thereof;

Z is covalently linked to $[D]_y$, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y_1, Y_2, Y_3 and Y_4 are each independently O, S, or NR_{12};

R_{11} is a mono- or divalent polymer residue;

R_1, R_4, R_9, R_{10} and R_{12} are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls;

R_2, R_3, R_5 and R_6 are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{1-6} alkoxy, phenoxy, C_{1-8} heteroalkyls, C_{1-8} heteroalkoxy, substituted C_{1-6} alkyls, C_{3-8} cycloalkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro- , cyano-, carboxy-, C_{1-6} carboxyalkyls and C_{1-6} alkylcarbonyls;

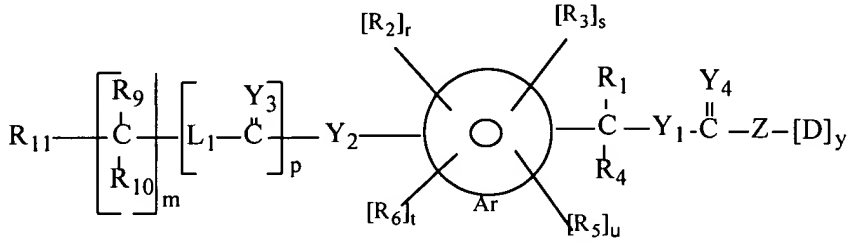
Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer; and (y) is 1 or 2;

wherein $Z[D]_y$ is capable of crossing the membrane of the and is capable of being hydrolyzed therein to release D.

37. (New) A compound of Formula I:

(I) 

wherein:

L_1 -C(=Y_3) comprises an amino acid residue, wherein L_1 is a bifunctional linking moiety and $Y_3$is as defined below;

D is a moiety that is a leaving group, or a residue of a compound to be delivered into a cell;

Z is covalently linked to $[D]_y$, wherein Z is selected from the group consisting of: a moiety that is actively transported into a target cell, a hydrophobic moiety, and combinations thereof;

Y_1, Y_2, Y_3 and Y_4 are each independently O, S, or NR_{12};

R_{11} is a mono- or divalent polymer residue;

R_1, R_4, R_9, R_{10} and R_{12} are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{3-12} branched alkyls, C_{3-8} cycloalkyls, C_{1-6} substituted alkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, C_{1-6} heteroalkyls, and substituted C_{1-6} heteroalkyls;

R_2, R_3, R_5 and R_6 are independently selected from the group consisting of hydrogen, C_{1-6} alkyls, C_{1-6} alkoxy, phenoxy, C_{1-8} heteroalkyls, C_{1-8} heteroalkoxy, substituted C_{1-6} alkyls, C_{3-8} cycloalkyls, C_{3-8} substituted cycloalkyls, aryls, substituted aryls, aralkyls, halo-, nitro-, cyano-, carboxy-, C_{1-6} carboxyalkyls and C_{1-6} alkylcarbonyls;

Ar is a moiety which when included in Formula (I) forms a multi-substituted aromatic hydrocarbon or a multi-substituted heterocyclic group;

(m), (r), (s), (t), and (u) are independently zero or one;

(p) is zero or a positive integer; and (y) is 1 or 2;